

W R GRACE & CO  
Form S-8 POS  
September 10, 2010

As filed with the Securities and Exchange Commission on September 10, 2010

Registration No. 333-49515

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

**FORM S-8**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**W. R. Grace & Co.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**65-0773649**  
(I.R.S. Employer Identification No.)

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**7500 Grace Drive**

**Columbia, Maryland 21044-4098**

(Address of Principal Executive Offices including zip code)

**W. R. Grace & Co. 1998 Stock Plan for Nonemployee Directors**

(Full Title of the Plan)

**Mark A. Shelnitz**

**Vice President, General Counsel and Secretary**

**W. R. Grace & Co.**

**7500 Grace Drive**

**Columbia, Maryland 21044**

**410/531-4000**

(Name, address, including zip code, and telephone

number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large-accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION

In accordance with the undertakings contained in Part II of this Registration Statement and Item 512 of Regulation S-K, W. R. Grace & Co. (the Corporation ) has filed this Post-Effective Amendment No. 1 to remove from registration the shares of Corporation Common Stock, par value \$0.01 per share, (the Common Stock ) registered by the Corporation in this Registration Statement for issuance pursuant to the W. R. Grace & Co. 1998 Stock Plan for Nonemployee Directors (the Plan ).

ITEM 8. EXHIBITS.

The following exhibits have been filed with this Registration Statement:

Exhibit No.	Exhibit Title
24	Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Corporation certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 (Registration No. 333-49515) to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbia, Maryland on this 10th day of September 2010.

W. R. GRACE & CO.

By: /s/ Alfred E. Festa  
Alfred E. Festa  
President and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Corporation's Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Alfred E. Festa Alfred E. Festa	Chief Executive Officer (Principal Executive Officer)	September 10, 2010
/s/ Hudson La Force III Hudson La Force III	Chief Financial Officer (Principal Financial and Accounting Officer)	September 10, 2010
John F. Akers	Director	
H. Furlong Baldwin	Director	
Ronald C. Cambre	Director	
Alfred E. Festa	Director	
Marye Anne Fox	Director	
John J. Murphy	Director	
Christopher J. Steffen	Director	
Mark E. Tomkins	Director	
Thomas A. Vanderslice	Director	
By: /s/ Mark A. Shelnitz Mark A. Shelnitz Attorney-in-Fact		September 10, 2010

EXHIBIT INDEX

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